

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)
)
CIRCUIT CITY STORES, INC., et. al.,¹) Case No 08-35653 (KRH)
)
Debtors.) Jointly Administered

SUMMARY OF EIGHTH INTERIM AND FINAL FEE APPLICATION OF ERNST & YOUNG LLP AS ACCOUNTING AND TAX CONSULTANTS FOR THE DEBTORS FOR THE PERIODS AUGUST 1, 2010 THROUGH OCTOBER 31, 2010 AND NOVEMBER 10, 2008 THROUGH NOVEMBER 1, 2010, RESPECTIVELY

1.	Name of applicant:	Ernst & Young LLP
2.	Role of applicant:	Accounting and Tax Consultants for the Debtors and Debtors-in-Possession
3.	Date case filed:	November 10, 2008
4.	Date of application for employment:	November 18, 2008
5.	Date of order approving employment:	December 8, 2008, as of November 10, 2008
6.	Date of this application:	December 15, 2010
7.	Dates of services covered:	Eighth Interim Period: August 1, 2010 through October 31, 2010 Aggregate Compensation Period: November 10, 2008 through November 1, 2010
8.	Total fees requested for this period	Eighth Interim Period: \$38,376.16 Aggregate Compensation Period: \$2,313,474.67

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

9.	Balance remaining in fee retainer account, not yet awarded	None
10.	Fees paid or advanced for this period	Eighth Interim Period: \$10,305.80 Aggregate Compensation Period: \$2,280,974.80
11.	Net amount of fees requested for this period	Eighth Interim Period: \$28,092.15 Aggregate Compensation Period: \$32,499.87
12.	Total expense reimbursement requested for this period	Eighth Interim Period: \$21.79 Aggregate Compensation Period: \$12,384.27
13.	Expenses paid or advanced for this period	Eighth Interim Period: \$0.00 Aggregate Compensation Period: \$12,362.48
14.	Net amount of expense reimbursements requested for this period	Eighth Interim Period: \$21.79 Aggregate Compensation Period: \$21.79
15.	Gross award requested for this period	Eighth Interim Period: \$38,397.95 Aggregate Compensation Period: \$2,325,858.94
16.	Net award requested for this period	Eighth Interim Period: \$28,113.94 Aggregate Compensation Period: \$32,521.66

History of Fees and Expenses

1. Dates, sources, and amounts of retainers received:

None.

2. Dates, sources, and amounts of third party payments received:

None.

3. Prior fee and expense awards:

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 17, 2009	November 10, 2008 through January 31, 2009	\$717,048.99	\$4,025.70	\$700,186.86	\$4,025.70
June 15, 2009	February 1, 2009 through April 30, 2009	\$520,883.08	\$3,799.93	\$520,883.08	\$3,799.93
September 14, 2009	May 1, 2009 through July 31, 2009	\$429,595.73	\$1564.58	\$429,595.73	\$1564.58
December 15, 2009	August 1, 2009 through October 31, 2009	\$177,371.26	\$557.97	\$177,371.26	\$557.97
March 17, 2010	November 1, 2009 through January 31, 2010	\$194,802.16	\$2,129.30	\$194,802.16	\$2,129.30
June 14, 2010	February 1, 2010 through April 30, 2010	\$164,709.45	\$285.00	\$164,709.45	\$285.00
September 14, 2010	May 1, 2010 through July 31, 2010	\$83,120.46	\$0.00	\$83,120.46	\$0.00

Respectfully submitted,



Charles F. Phillips, III
Partner, Ernst & Young LLP

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
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In re:)
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CIRCUIT CITY STORES, INC., et. al.,¹) Case No 08-35653 (KRH)
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Debtors.) Jointly Administered

**EIGHTH INTERIM AND FINAL FEE APPLICATION OF ERNST & YOUNG LLP AS
ACCOUNTING AND TAX CONSULTANTS FOR THE DEBTORS FOR THE PERIODS
AUGUST 1, 2010 THROUGH OCTOBER 31, 2010 AND NOVEMBER 10, 2008
THROUGH NOVEMBER 1, 2010, RESPECTIVELY**

Ernst & Young LLP (the “Applicant” or “E&Y LLP”), as Accounting and Tax Consultants to the Debtors, respectfully represents:

INTRODUCTION

1. This is the Applicant’s eighth interim and final fee application (the “Application”) for allowance and payment of compensation for professional services and reimbursement of expenses pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Guidelines for Fee Applications for Professionals in the Eastern District of Virginia Bankruptcy Cases (the “Guidelines”), and the Order under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation, entered December 9, 2008 (Docket No. 830) (the “Interim Compensation Order,” and collectively, the “Applicable Guidelines and Orders”).

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

2. This Application requests: (i) interim compensation for accounting and tax consulting services (the “Services”) rendered by the Applicant on behalf of the Debtors during the period August 1, 2010 through October 31, 2010 (the “Eighth Interim Period”) and reimbursement of actual and necessary expenses incurred by (or first billed by outside vendors to) the Applicant during the Eighth Interim Period in connection with the rendering of such Services; and (ii) final allowance and release of all holdbacks for the Services rendered by the Applicant on behalf of the Debtors and actual and necessary expenses incurred by the Applicant in connection with the rendering of such Services during the period November 10, 2008 through November 1, 2010 (the “Aggregate Compensation Period”). This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Guidelines and the Local Rules, as stated in the certification dated September 13, 2010 attached hereto as Exhibit A, made on behalf of the Applicant by Charles F. Phillips, III (the “Certification”).

JURISDICTION

3. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

4. On November 10, 2008 (the “Petition Date”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

5. On December 9, 2008, this Court entered the Interim Compensation Order, which authorizes the monthly payment of eighty-five percent (85%) of fees and one hundred percent (100%) of expenses to retained professionals upon submission of timely monthly fee requests to, and provided no

formal objections were filed by, the Debtors and their counsel, the U.S. Trustee, and counsel for any official committee appointed in these cases (collectively, the “Notice Parties”). The Interim Compensation Order also requires the submission of periodic interim fee applications and a final fee application for approval and allowance of compensation and reimbursement of expenses, upon which any formal objections not resolved consensually will be presented to the Court.

RETENTION OF ERNST & YOUNG LLP AND MONTHLY FEE STATEMENTS

6. On November 18, 2008, the Debtors filed their Application for Order Authorizing the Employment and Retention of Ernst & Young LLP as Accounting and Tax Consultants for the Debtors and Debtors in Possession Effective as of the Petition Date (Docket No. 193). On December 8, 2008, the Court entered an order approving the retention of E&Y LLP effective as of the Petition Date (Docket No. 793) (the “Original Retention Order”).

7. On December 12, 2008, the Debtors filed their Application to Expand the Scope of Employment and Retention of Ernst & Young LLP to Include Additional Tax Advisory Services, Effective as of November 10, 2008 (Docket No. 952) (the “First Expansion Application”). On December 24, 2008, the Court entered an order approving the First Expansion Application, effective as of the Petition Date (Docket No. 1277) (the “First Expansion Order”).

8. On August 7, 2009, the Debtors filed a second Application to Expand the Scope of Employment and Retention of Ernst & Young LLP to Include Further Tax Advisory Services, Effective as of March 1, 2009 (Docket No. 4395) (the “Second Expansion Application”). On September 1, 2009, the court entered an order approving the Second Expansion Application, effective as of March 1, 2009 (the “Second Expansion Order”).

9. On April 30, 2010, the Debtor filed a third Application to Expand the Scope of Employment and Retention of Ernst & Young LLP to Include Further Tax Advisory Services, Effective as of September 10, 2009 (Docket No. 7351) (the “Third Expansion Application”). On May 20, 2010,

the court entered an order approving the Third Expansion Application, effective as of September 10, 2009 (the “Third Expansion Order” and together with the Original Retention Order, the First Expansion Order, and the Second Expansion Order, the “Retention Order”).

10. On October 1, 2010, the Applicant circulated to the Notice Parties a monthly fee statement for the period August 1, 2010 through August 31, 2010, requesting \$12,124.48 in fees and \$0.00 in expenses (the “August Fee Statement”).

11. On November 16, 2010, the Applicant circulated to the Notice Parties a monthly fee statement for the period September 1, 2010 through September 30, 2010, requesting \$12,420.36 in fees and \$21.79 in expenses (the “September Fee Statement”).

12. On November 16, 2010, the Applicant circulated to the Notice Parties a monthly fee statement for the period October 1, 2010 through October 31, 2010, requesting \$13,853.11 in fees and \$0.00 in expenses (the “October Fee Statement,” and together with the May Fee Statement and the June Fee Statement, the “Monthly Fee Statements”).

13. No party has filed an objection to the Applicant’s Monthly Fee Statements, and neither the Applicant nor counsel for the Applicant has received any objections to the Monthly Fee Statements.

14. With respect to the Eighth Interim Period, as of the date of this Application the Debtors have paid the Applicant: \$10,305.80 of the fees for professional services and all of the expenses invoiced under the Monthly Fee Statements.

15. No agreement or understanding exists between the Applicant and any other person for the sharing of compensation received from services rendered or in connection with Debtors’ chapter 11 cases, nor shall the Applicant share or agree to share the compensation paid or allowed from Debtors’ estates for such services with any other person.

EIGHT INTERIM FEE AND EXPENSE APPLICATION

16. This Application seeks the interim approval and allowance of compensation in the

amount of \$38,376.15, representing the fees for the Applicant's actual time charges for 65.1 hours of professional services rendered during the Eighth Interim Period, plus reimbursement of actual and necessary expenses incurred in the amount of \$21.79, for a total of \$38,397.95, all as more fully set forth below. The Applicant submits that allowance and payment of these amounts are fully warranted given the actual and necessary services rendered to the Debtors by the Applicant as described in this Application.

17. In accordance with the Applicable Guidelines and Orders, the following exhibits are annexed to this Application:

Exhibit A: Certification by Charles F. Phillips, III;

Exhibit B: Summary of Professional Time;

Exhibit C: Summary of Professional Time by Project Category;

Exhibit D: Summary of Expenses and Disbursements; and

Exhibit E: Detailed Description of Services Rendered.

18. During the Eighth Interim Period, the Applicant provided Services under a number of different discrete projects. The Services fall under the project categories of: Bankruptcy Process/Status Updates; Affidavit/Engagement Letter/Monthly Fee Application/Other Matters; Property Tax Project; InterTan Restructuring, and Payroll Tax Assistance. The following is a summary description of the services provided to the Debtors under each project category.

(A) Bankruptcy Process/Status Updates: Work in this project category included regular communication and correspondence with the Debtors, including telephone calls, emails, reviews of public filings, and other matters related to the status and timing of bankruptcy related activities needed to assist the Debtors in addressing tax matters that arose in connection with the bankruptcy. In connection with the foregoing services, E&Y LLP's professionals expended a total of 10.8 hours during the Eighth

Interim Period for which E&Y LLP seeks allowance of compensation for professional services in the amount of \$7,257.43.

(B) Affidavit/Engagement Letter/Monthly Fee Application/Other Administrative Matters:

E&Y LLP professionals incurred time performing services relating to the organization and execution of the required bankruptcy retention and compensation process, including preparing and reviewing documents and disclosures required for inclusion within retention pleadings and affidavits, discussions with internal and external legal counsel regarding filing requirements under the Applicable Guidelines and Orders, and preparing fee submissions. E&Y LLP is not seeking reimbursement for the time spent by E&Y LLP's in-house counsel nor fees paid by E&Y LLP to its external bankruptcy counsel in connection with its retention or billing in these chapter 11 cases. In connection with the foregoing services, E&Y LLP's professionals expended a total of 15.7 hours during the Eighth Interim Period for which E&Y LLP seeks allowance of compensation for professional services of \$9,511.68.

(C) Property Tax Project: E&Y LLP professionals provided services in developing and building a valuation model to value the Debtors' stores' taxable personal property and leasehold improvements, preparing a master valuation report to apply to all stores and a data sheet for each individual store valued, providing the Debtors with a draft taxpayer's opinion of value for 2009 renditions yet to be filed and reviewing the tax assessments assigned by the taxing authorities. In connection with the foregoing services, E&Y LLP's professionals expended a total of 27.9 hours during the Eighth Interim Period for which E&Y LLP seeks allowance of compensation for professional services of \$14,212.38.

(D) InterTan Restructuring: E&Y LLP also assisted with the restructuring of the Debtors' Canadian operations including discussions with management and the Debtors' Canadian advisors, review of transaction steps to advise the Debtors on the proper tax reporting of the transaction in the U.S. and potential withholding tax ramifications of the proposed transactions. In connection with the

foregoing services, E&Y LLP's professionals expended a total of 5.2 hours during the Eighth Interim Period for which E&Y LLP seeks allowance of compensation for professional services of \$3,550.82.

(E) Payroll Tax Assistance: Services in this project category included consultation regarding the Form W-2 and Form 1099 reporting by the Debtors. In connection with the foregoing services, E&Y LLP's professionals expended a total of 5.5 hours during the Eighth Interim Period for which E&Y LLP seeks allowance of compensation for professional services of \$3,843.84

19. The attached Exhibit B sets forth the names, titles, hourly rates, and the number of hours billed by all partners, principals, executive directors, senior managers, managers, seniors and staff of the Applicant who rendered Services to the Debtors during the Eighth Interim Period.

20. Attached hereto as Exhibit C is a schedule specifying the amount of fees, separated by each project category.

21. Attached hereto as Exhibit D are contemporaneously maintained records of the expenses for which the Applicant is seeking reimbursement.

22. E&Y LLP's professionals have maintained contemporaneous time records which indicate the time that each professional spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as Exhibit E.

23. E&Y LLP has endeavored to reduce fees by assigning work to professionals with lower hourly rates when appropriate.

24. All Services rendered by E&Y LLP for the Debtors during the Eighth Interim Period were performed in connection with the representation of the Debtors in these Chapter 11 Cases.

AGGREGATE COMPENSATION PERIOD

25. In connection with the professional services described above and other services rendered, by this Eighth and Final Application, E&Y LLP seeks compensation for the Aggregate Compensation Period in the amount of \$2,313,474.67 and expense reimbursement of \$12,384.27. The Aggregate

Compensation Period covers the following interim applications:

		Requested	
Date Filed	Period Covered	Fees	Expenses
3/17/09	11/10/08-1/31/09	\$717,048.99	\$4,025.70
6/15/09	2/1/09-4/30/09	\$520,883.08	\$3,799.93
9/14/09	5/1/09-7/31/09	\$429,595.73	\$1564.58
12/15/09	8/1/09-10/31/09	\$177,371.26	\$557.97
3/17/10	11/1/09-1/31/10	\$194,802.16	\$2,129.30
6/14/10	2/1/10-4/30/10	\$164,709.45	\$285.00
9/14/10	5/1/10-7/31/10	\$83,120.46	\$0.00
12/16/10	8/1/10-10/31/10	\$38,397.95	\$21.79
<u>Total Interim Applications:</u>	<u>11/10/08-10/31/10</u>	<u>\$2,325,929.08</u>	<u>\$12,384.27</u>
Estimated Post-Effective Date Fees	11/1/10-12/16/10	\$4,429.52	\$0.00
Less Audit Adjustments		(\$16,862.13)	\$0.00
<u>Total Requested</u>		<u>\$2,313,474.67</u>	<u>\$12,384.27</u>

26. In accordance with the Applicable Guidelines and Orders, the following exhibits are annexed to this Application with respect to the fees and expenses incurred during the Aggregate Compensation Period:

Exhibit F: Summary of Professional Time;

Exhibit G: Summary of Professional Time by Project Category;

Exhibit H: Summary of Expenses and Disbursements; and

Exhibit I: Estimated Post-Effective Date Fees.

27. The attached Exhibit F sets forth the names, titles, and the total fees billed by all partners, principals, executive directors, senior managers, managers, seniors and staff of the Applicant who

rendered Services to the Debtors during the Aggregate Compensation Period.

28. Attached hereto as Exhibit G is a schedule specifying the amount of fees, separated by each project category.

29. Attached hereto as Exhibit H a schedule specifying the amount of expenses incurred, separated by each expense category.

30. In accordance with the applicable provisions of the Debtors' Plan of Liquidation, the Applicant has attached as Exhibit I a detailed estimate of post-Effective Date fees incurred or expected to be incurred by the Applicant in the preparation, filing, and prosecution of this Application.

31. All Services rendered by E&Y LLP for the Debtors during the Aggregate Compensation Period were performed in connection with the representation of the Debtors in these Chapter 11 Cases.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

32. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330(a)(3) further provides that in determining the amount of reasonable compensation to be awarded,

[T]he court shall consider the nature and extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title; and

(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

33. Pursuant to Barber v. Kimbrell's, Inc., 577 F.2d 216 (4th Cir.), *cert. denied*, 439 U.S. 934 (1978), the Fourth Circuit held that courts must consider and discuss the twelve factors set forth in Johnson v. Georgia Highway Express, 488 F.2d 714 (5th Cir. 1974), to determine a reasonable fee.

Factors to be considered include: Those twelve factors are:

- A. The time and labor required;
- B. The novelty and difficult of the questions presented;
- C. The skill required to perform the services properly;
- D. The preclusion from other employment by the professional due to acceptance of the case;
- E. The customary fee for similar work in the community;
- F. Whether the fee is fixed or contingent;
- G. The time limitations imposed by the client or circumstances;
- H. The amount involved and results obtained;
- I. The experience, reputation and ability of the professionals;
- J. The undesirability of the case;
- K. The nature and length of the professional relationship with the client; and
- L. Awards in similar cases.

Barber, 577 F.2d at 226 n. 28.

34. Based on the standards set forth in section 330 of the Bankruptcy Code and Barber, the Applicant believes that the fair and reasonable value of its services rendered during the Eighth Interim Period is the amount of \$38,376.15 plus expenses of \$21.79.

A. Time, Nature and Extent of Services Rendered, Results Obtained and Other Related Factors

35. The foregoing summary, together with the Exhibits annexed hereto, detail the time, nature and extent of the professional services E&Y LLP rendered for the benefit of the Debtors during the Eighth Interim Period and the Aggregate Compensation Period. During the Eighth Interim Period, the

Applicant expended a total of 65.1 hours, and during the Aggregate Compensation Period, the Applicant expended a total of 4,916.4 hours on a wide spectrum of issues which have arisen in these cases.

B. Novelty and Difficulty of Issues Presented

36. The issues which have arisen in these cases during the Eighth Interim Period and the Aggregate Compensation Period demanded a high level of skill and competency. E&Y LLP spent considerable time and resources providing the Services to the Debtors.

C. Skill Requisite to Perform Services Properly

In rendering services to the Debtors, E&Y LLP demonstrated substantial skill and expertise in the areas of financial auditing and tax, particularly with respect to chapter 11 debtors.

D. Preclusion from Other Employment Due to Acceptance of Case

E&Y LLP's representation of the Debtors in these chapter 11 cases did not preclude it from accepting other engagements.

E. Customary Fees

37. E&Y LLP does not hold any retainers. E&Y LLP submits that its compensation structure is fair and reasonable in light of industry practice, market rates both inside and outside of chapter 11 cases, and E&Y LLP's experience in reorganizations and the importance of the work to these cases.

F. Whether Fee is Fixed or Contingent

38. The amount requested is consistent with the fee which E&Y LLP would charge its clients in other non-contingent, bankruptcy and commercial engagements.

G. Time Limitations Imposed by Client or Other Circumstances

39. The circumstances in these cases occasionally imposed time constraints on E&Y LLP due to the necessity for rapid resolution of significant issues.

H. Experience, Reputation and Ability of Professionals

40. E&Y LLP is an established accounting firm and its members and associates working on these chapter 11 cases are experienced in matters of this kind and well known to bankruptcy courts throughout the nation.

I. "Undesirability" of Case

41. This case is not undesirable. E&Y LLP believes that it is privileged to have the opportunity to represent the Debtors and work before this Court in this proceeding.

J. Nature and Length of Professional Relationship to Client

42. Since E&Y LLP's engagement by the Debtors, E&Y LLP has represented solely the Debtors in these cases.

K. Awards in Similar Cases

43. The amount requested by E&Y LLP is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation which E&Y LLP requests comports with the mandate of the Bankruptcy Code, which directs that services be evaluated in light of comparable services performed in non-bankruptcy cases in the community. The fees requested by E&Y LLP for the Eighth Interim Period, \$38,376.15, reflects an average hourly rate of \$589.50 for 65.1 total hours of service, and the fees requested for the Aggregate Compensation Period, \$2,313,474.67 reflects an average hourly rate of \$470.56 for 4,916.4 total hours of service. Considering the complexity of the issues addressed during the Eighth Interim Period and the Aggregate Compensation Period, these rates are entirely appropriate. The costs for which E&Y LLP seeks reimbursement were necessarily incurred as a result of this engagement. Therefore, such costs are not implicit in E&Y LLP's hourly rates.

WHEREFORE, E&Y LLP respectfully requests the Court to enter an order (i) awarding E&Y LLP the sum of \$38,376.15 as interim compensation for services rendered, and \$21.79 as interim reimbursement for actual and necessary expenses incurred during the course of the Eighth Interim Period; (ii) granting final approval and allowance of E&Y LLP's final fees and expenses requested for the Aggregate Compensation Period from in the amount of \$2,313,474.67 and reimbursement of expenses in the amount of \$ 12,384.27; (iii) approving the release of all holdbacks for all fees awarded to date; and (iv) granting such other and further relief as the Court deems appropriate.

Dated: December 15, 2010
Richmond, Virginia

Respectfully submitted,

A handwritten signature in black ink that reads "Chip Phillips". The signature is written in a cursive, flowing style.

ERNST & YOUNG LLP
Charles F. Phillips, III
Partner

Dated: December 16, 2010
Richmond, Virginia

MCGUIREWOODS LLP

/s/ Douglas M. Foley
Douglas M. Foley (VSB No. 34364)
Sarah B. Boehm (VSB No. 45201)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Circuit City
Stores, Inc. Liquidating Trust

Exhibit A
Certification by Charles F. Phillips, III

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)
)
CIRCUIT CITY STORES, INC., et. al.,¹) Case No 08-35653 (KRH)
)
)

Debtors.) Jointly Administered

CERTIFICATION BY CHARLES F. PHILLIPS, III

I have been designated by Ernst & Young LLP (“**E&Y LLP**” or the “**Applicant**”) as the professional with responsibility in these cases for compliance with the “Guidelines for Fee Applications for Professionals in the Eastern District of Virginia in Bankruptcy Cases” (the “**Guidelines**”).

I have read the Applicant's eighth interim and final application for compensation and reimbursement of expenses (the “**Application**”). I believe the Application complies with the Guidelines, and the fees and expenses sought fall within the Guidelines, except as specifically noted in this certification and described in the application.

The fees and expenses sought are billed at rates in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant’s clients.

In seeking reimbursement for the expenditures described on Exhibit D to the Application, the Applicant is seeking reimbursement only for the actual expenditure and has not marked up the

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actual cost to provide a profit or to recover the amortized cost of investment in staff time or equipment or capital outlay (except to the extent that the Applicant has elected to charge for in-house photocopies and outgoing facsimile transmissions at the maximum rates permitted by the Guidelines).

In seeking reimbursement for any service provided by a third party, the Applicant is seeking reimbursement only for the amount actually paid by the Applicant to the third party.

By this certification, the Applicant does not waive or release any rights or entitlements it has under the orders of this Court approving the Applicant's retention by the Debtors and pursuant to the terms of the engagement letters between the Applicant and the Debtors attached as exhibits to the Debtors' applications to employ and retain E&Y LLP or affidavits in support thereof.

I declare under penalty of perjury that the foregoing is true and correct.

Executed, this 15th day of December, 2010 at Richmond, Virginia.



By:

Name: Charles F. Phillips, III
Title: Partner

Exhibit B
Interim Summary of Fees by Individual Professional

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit B

Summary of Fees by Individual Professional

Professional	Title	Hourly Rate	Hours	Fees
Berard,Peter (US011809247)	Manager-Grade 4 (324)	652.29	2.0	1,304.58
Bing,Stephanie Regina (US012679045)	Senior-Grade 3	334.88	5.6	1,875.33
Blank,Jacob M (US010964969)	Partner/Principal-Grade 1	797.16	0.5	398.58
Corum,Harold John (US012626359)	Manager-Grade 4	468.10	9.5	4,446.99
Filippou,Cheryl Alison (US011170632)	Senior Manager-Grade 2	644.28	3.0	1,932.84
Flagg,Nancy A. (US011940912)	Executive Director-Grade 1	713.44	2.6	1,854.94
Flagg,Nancy A. (US011940912)	Executive Director-Grade 1	645.00	1.0	645.00
Gilroy,Julie Ann (US011466156)	Senior Manager-Grade 4 (214)	716.35	4.0	2,865.41
Long,Charles A (US011485081)	Executive Director-Grade 1	695.24	5.0	3,476.20
More,Vrushali (US012669303)	Staff/Assistant-Grade 4	291.20	2.0	582.40
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1	691.60	7.5	5,187.00
Tegel,Clifford N (US011689431)	Senior Manager-Grade 4	655.20	3.9	2,555.28
Vaughn,Scott D. (US012004058)	Partner/Principal-Grade 1	746.20	1.8	1,343.16
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4	593.32	16.7	9,908.44
Totals			65.1	38,376.15

Exhibit C
Interim Schedule of Fees by Project Category

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit C

Schedule of Fees by Project Category

Project Category	<u>Aug-10</u>	<u>Sep-10</u>	<u>Oct-10</u>	<u>Total Fees</u>
(A) Bankruptcy Process/Status Update Affadavit/Engagement Letter/Monthly Fee	1,037.40	4,589.31	1,630.72	7,257.43
(B) Application/Other Administrative Matters	3,075.07	4,617.70	1,818.91	9,511.68
(C) Property Tax Project	1,168.80	2,967.69	10,075.88	14,212.38
(D) InterTan Restructutring	2,999.36	223.86	327.60	3,550.82
(E) Payroll Tax Assistance	3,843.84	-	-	3,843.84
Net Fees	<u>12,124.48</u>	<u>12,398.57</u>	<u>13,853.11</u>	<u>38,376.16</u>

Exhibit D
Interim Schedule of Expenses

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit D

Schedule of Expenses

Emp/Vendor	Rank	Description	Incur Date	Expenses
Singleton, Henry V. (US012608967)	Executive Director-Grade 1 (131)	Lunch with Jeff McDonald, Circuit City while in Richmond Virginia to discuss status of bankruptcy	22-Sep-2010	21.79
Total:				21.79

Exhibit E
Interim Chronological Detail of Services Rendered

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit E

Chronological Detail of Services Rendered

<u>Emp/Vendor</u>	<u>Title</u>	<u>Descr</u>	<u>Incur Dt</u>	<u>Agreed Rate</u>	<u>Hours</u>	<u>Fees @ Rate</u>	<u>Breakdown</u>
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Update call with Jeff M. regarding bankruptcy status	12-Aug-2010	691.60	0.5	345.80	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Call with Jeff McDonald regarding bankruptcy trustee	19-Aug-2010	691.60	0.5	345.80	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Status update call with Jeff M. on various workstreams	24-Aug-2010	691.60	0.5	345.80	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	August billing review	02-Sep-2010	691.60	0.5	345.80	BR Process/Status Update
Vaughn, Scott D. (US012004058)	Partner/Principal-Grade 1 (111)	Call w/ Jeff McDonald / Jon Wilson to discuss current status of Liq Trust plan and various tax considerations post effective date	07-Sep-2010	746.20	1.0	746.20	BR Process/Status Update
Wilson, Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Bankruptcy status update with Jeff M. and Scott V.	08-Sep-2010	593.32	1.0	593.32	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Update call with Jeff McDonald	09-Sep-2010	691.60	0.5	345.80	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Call with Jeff McDonald to discuss liquidation trust	16-Sep-2010	691.60	0.5	345.80	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Follow-up with Jeff M. on status of bankruptcy	20-Sep-2010	691.60	0.5	345.80	BR Process/Status Update
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	fresh start resource emails reply to Jon Wilson	21-Sep-2010	713.44	0.3	214.03	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Call with Jeff McDonald regarding trustee	21-Sep-2010	691.60	0.5	345.80	BR Process/Status Update
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	fresh start accounting follow ups	24-Sep-2010	713.44	0.3	214.03	BR Process/Status Update
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	call w jon wilson re: accounting and trust fresh start support	27-Sep-2010	713.44	0.4	285.38	BR Process/Status Update
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	follow up with Kathy Ford as potential fresh start resource	28-Sep-2010	713.44	0.3	214.03	BR Process/Status Update
Wilson, Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Review of SOWs related to liquidating trust	29-Sep-2010	593.32	1.0	593.32	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Call with Jeff McDonald to discuss liquidation trust	08-Oct-2010	691.60	0.5	345.80	BR Process/Status Update
Wilson, Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Update call with Jeff McDonald on status of bankruptcy	12-Oct-2010	593.32	1.0	593.32	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Follow-up with Jeff M. on status of bankruptcy	14-Oct-2010	691.60	0.5	345.80	BR Process/Status Update
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Call with Jeff McDonald regarding trustee	21-Oct-2010	691.60	0.5	345.80	BR Process/Status Update
Blank, Jacob M (US010964969)	Partner/Principal-Grade 1 (111)	Circuit City - Review Canadian Ruling & Model.	26-Aug-2010	797.16	0.5	398.58	InterTan Restructuring
Tegel, Clifford N (US011689431)	Partner/Principal-Grade 1 (111)	Review revised ruling request for Canada (2.3) and provide response to Skadden Arps (.6); Conf call with Scott and Jake on US issues and AMT cost in model (.5)	26-Aug-2010	655.20	3.4	2,227.68	InterTan Restructuring
Vaughn, Scott D. (US012004058)	Partner/Principal-Grade 1 (111)	call w/ Cliff; Jake - review of various e-mails - to discuss revised InterTAN restructure plan	26-Aug-2010	746.20	0.5	373.10	InterTan Restructuring
Vaughn, Scott D. (US012004058)	Partner/Principal-Grade 1 (111)	Respond to Jeff McDonald's Q re: NOL availability at Ventoux post-transfer of Ventoux to Liq Trust	28-Sep-2010	746.20	0.3	223.86	InterTan Restructuring

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit E

<u>Emp/Vendor</u>	<u>Title</u>	<u>Descr</u>	<u>Incur Dt</u>	<u>Agreed Rate</u>	<u>Hours</u>	<u>Fees @ Rate</u>	<u>Breakdown</u>
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Update call with Jeff M. regarding bankruptcy status	12-Aug-2010	691.60	0.5	345.80	BR Process/Status Update
Tegel,Clifford N (US011689431)	Partner/Principal-Grade 1 (111)	call with Jeff McDonald to discuss Fy10 filing requirements with respect to Canadian operations	29-Oct-2010	655.20	0.5	327.60	InterTan Restructuring
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1 (111)	July billing review	05-Aug-2010	691.60	0.5	345.80	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	July billing detail - detailed review of time entries	05-Aug-2010	593.32	2.4	1,423.97	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	July billing - coordination with Foley Lardner	06-Aug-2010	593.32	0.6	355.99	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Finalize July billing	16-Aug-2010	593.32	1.6	949.31	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Preparing data for interim fee application due on 9/14/10	03-Sep-2010	593.32	2.6	1,542.63	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Interim fee application edits	13-Sep-2010	593.32	2.1	1,245.97	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	August billing - detailed review of entries	28-Sep-2010	593.32	1.3	771.32	Monthly/Interim Fee Applications
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1 (111)	September billing review	29-Sep-2010	691.60	0.5	345.80	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	August billing - final review of billing package	30-Sep-2010	593.32	1.2	711.98	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	September billing review	08-Oct-2010	593.32	0.8	474.66	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Review of September billing detail	13-Oct-2010	593.32	1.1	652.65	Monthly/Interim Fee Applications
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1 (111)	October billing review	28-Oct-2010	691.60	1.0	691.60	Monthly/Interim Fee Applications
Gilroy,Julie Ann (US011466156)	Senior Manager-Grade 4 (214)	Correspondence with P. Berard related to CA EDD issue	26-Jul-2010	716.35	1.0	716.35	Payroll Tax Assistance
Gilroy,Julie Ann (US011466156)	Senior Manager-Grade 4 (214)	Call to CA state contacts related to Circuit City EDD issue	28-Jul-2010	716.35	1.0	716.35	Payroll Tax Assistance
Berard,Peter (US011809247)	Manager-Grade 4 (324)	Response to J. Wilson re: CSX/Quality Stores FICA refund opportunities.	02-Aug-2010	652.29	1.0	652.29	Payroll Tax Assistance
Gilroy,Julie Ann (US011466156)	Senior Manager-Grade 4 (214)	Follow up call with CA regarding Circuit City EDD issue	02-Aug-2010	716.35	1.0	716.35	Payroll Tax Assistance
Gilroy,Julie Ann (US011466156)	Senior Manager-Grade 4 (214)	Internal correspondence related to CA EDD issue	04-Aug-2010	716.35	1.0	716.35	Payroll Tax Assistance
Berard,Peter (US011809247)	Manager-Grade 4 (324)	Correspondence with J. Gilroy and A. Mehovic regarding status of CA EDD audit.	19-Aug-2010	652.29	0.5	326.14	Payroll Tax Assistance
Flagg,Nancy A. (US011940912)	Executive Director-Grade 1 (131)	Email reply to wilson re: status of property tax meeting	29-Jul-2010	713.44	0.3	214.03	Property Tax Project
Long,Charles A (US011485081)	Executive Director-Grade 1 (131)	MA (Boston and Hanover) administrative appeals discussion with Andy Golden	02-Aug-2010	695.24	0.2	139.05	Property Tax Project
Long,Charles A (US011485081)	Executive Director-Grade 1 (131)	Email to Jeff Knopke regarding commitment from McGuire Woods to participate in a conference call to determine formally moving personal property tax issues into the BK venue	17-Aug-2010	695.24	0.2	139.05	Property Tax Project
Corum,Harold John (US012626359)	Manager-Grade 4 (324)	California EDD Petition Follow Ups	31-Aug-2010	468.10	1.0	468.10	Property Tax Project
Corum,Harold John (US012626359)	Manager-Grade 4 (324)	California Petition Follow Ups	31-Aug-2010	468.10	1.0	468.10	Property Tax Project

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit E

<u>Emp/Vendor</u>	<u>Title</u>	<u>Descr</u>	<u>Incur Dt</u>	<u>Agreed Rate</u>	<u>Hours</u>	<u>Fees @ Rate</u>	<u>Breakdown</u>
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Update call with Jeff M. regarding bankruptcy status	12-Aug-2010	691.60	0.5	345.80	BR Process/Status Update
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Work w/ John Corum Re: administrative hearings in San Luis Obispo and Monterey Counties	31-Aug-2010	695.24	0.3	208.57	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Work w/ John Corum Re: administrative hearings in San Luis Obispo and Monterey Counties	31-Aug-2010	695.24	0.3	208.57	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Muscogee Co GA - follow ups related to discussions with local assessor	08-Sep-2010	695.24	0.1	69.52	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Muscogee Co GA - send copy of 2008 claim form to Jeff Knopke	08-Sep-2010	695.24	0.1	69.52	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Muscogee Co GA - send email to Jeff Knopke as to the reason a 2009 claim was not filed by Muscogee Co GA	08-Sep-2010	695.24	0.2	139.05	Property Tax Project
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	call with Charlie Long, Jeff McDonald and Jeff Knopke to update status of prop tax project, settlements, pending tax refunds and preferences	09-Sep-2010	713.44	1.0	713.44	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Prepare for (.4) and participate in (1.0) property tax status update call with Jeff Knopke, Jeff McDonald, and Nancy Flagg	09-Sep-2010	695.24	1.4	973.34	Property Tax Project
Berard, Peter (US011809247)	Manager-Grade 4 (324)	Discussion with A. Mehovic and J. Gilroy regarding status of California audit.	30-Sep-2010	652.29	0.5	326.14	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California County Inquiries	01-Oct-2010	468.10	0.5	234.05	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Assist John Corum with understanding the process as to the message to communicate to Calif. jurisdictions regarding claims and administrative hearings	04-Oct-2010	695.24	0.3	208.57	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California Appeals preparation	05-Oct-2010	468.10	1.0	468.10	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California Appeals review	06-Oct-2010	468.10	1.0	468.10	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California appeal management - Orange County continuances	11-Oct-2010	468.10	1.0	468.10	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California appeal management - Orange County follow ups	12-Oct-2010	468.10	1.0	468.10	Property Tax Project
Filippou, Cheryl Alison (US011170632)	Senior Manager-Grade 3 (213)	Circuit City - City of Novi interrogatories request letter	12-Oct-2010	644.28	1.0	644.28	Property Tax Project
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	notes to Charlie Long re: court jurisdiction for trust and suggest independent counsel	12-Oct-2010	645.00	0.6	387.00	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Coordinate filing of abeyances to the Michigan Tax Tribunal with MI team and Nancy Flagg	12-Oct-2010	695.24	0.5	347.62	Property Tax Project
Bing, Stephanie Regina (US012679045)	Senior-Grade 4 (424)	novi motion abeyance (2.2) and correspondence regarding same (.8)	13-Oct-2010	334.88	3.0	1,004.64	Property Tax Project
Filippou, Cheryl Alison (US011170632)	Senior Manager-Grade 3 (213)	Circuit City - review abeyance motion	13-Oct-2010	644.28	1.0	644.28	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Discuss the filing of abeyances to the Michigan Tax Tribunal with Nancy Flagg	13-Oct-2010	695.24	0.2	139.05	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Provide appeal documentation to Kern Co CA in attempt to settle administrative claim	13-Oct-2010	695.24	0.5	347.62	Property Tax Project
Bing, Stephanie Regina	Senior-Grade 4 (424)	novi motion abeyance follow ups	14-Oct-2010	334.88	0.3	100.46	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Review filing of abeyance template to the Michigan Tax Tribunal	14-Oct-2010	695.24	0.2	139.05	Property Tax Project
Flagg, Nancy A. (US011940912)	Executive Director-Grade 1 (131)	read & reply to Stephanie Bing re: MI tribunal abeyance letter	15-Oct-2010	645.02	0.4	258.01	Property Tax Project
More, Vrushali (US012669303)	Senior-Grade 1 (421)	Prepared affidavits related to various notices	15-Oct-2010	291.20	2.0	582.40	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	San Joaquin County appeal issues - calls with county	19-Oct-2010	468.10	0.5	234.05	Property Tax Project

Ernst & Young LLP
8/1/2010 - 10/31/2010

Exhibit E

<u>Emp/Vendor</u>	<u>Title</u>	<u>Descr</u>	<u>Incur Dt</u>	<u>Agreed Rate</u>	<u>Hours</u>	<u>Fees @ Rate</u>	<u>Breakdown</u>
Phillips, Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Update call with Jeff M. regarding bankruptcy status	12-Aug-2010	691.60	0.5	345.80	BR Process/Status Update
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	San Joaquin County appeal issues - e-mail follow-ups	21-Oct-2010	468.10	0.5	234.05	Property Tax Project
Bing, Stephanie Regina (US012679045)	Senior-Grade 4 (424)	novi motion - correspond with city attorney and eng team	26-Oct-2010	334.88	0.3	100.46	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California appeal hearing postponements	26-Oct-2010	468.10	0.5	234.05	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California appeal hearing - e-mail communications with Charlie Long	27-Oct-2010	468.10	0.5	234.05	Property Tax Project
Filippou, Cheryl Alison (US011170632)	Senior Manager-Grade 3 (213)	Circuit City - City of Novi request	27-Oct-2010	644.28	1.0	644.28	Property Tax Project
Bing, Stephanie Regina	Senior-Grade 4 (424)	novi motion; additional follow ups	28-Oct-2010	334.88	1.0	334.88	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California appeal hearing - review of correspondence from county	28-Oct-2010	468.10	0.5	234.05	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Review and approve/sign motions for abeyances for Michigan Tax Tribunal cases	28-Oct-2010	695.24	0.3	208.57	Property Tax Project
Long, Charles A (US011485081)	Executive Director-Grade 1 (131)	Review and approve appeal notification to multiple CA jurisdictions	28-Oct-2010	695.24	0.2	139.05	Property Tax Project
Bing, Stephanie Regina	Senior-Grade 4 (424)	novi motion; follow-ups with city attorney	29-Oct-2010	334.88	1.0	334.88	Property Tax Project
Corum, Harold John (US012626359)	Manager-Grade 4 (324)	California appeal hearing - follow up correspondence with Charlie Long	29-Oct-2010	468.10	0.5	234.05	Property Tax Project
						<u>65.1</u>	<u>38,376.2</u>

Exhibit F
Final Summary of Professional Time

Ernst & Young LLP
11/10/2008 - 11/1/2010

Exhibit F

Summary of Fees by Individual Professional

Professional	Title	Total Fees
Allen JR,William Dee (US012632534)	Senior-Grade 1	359.10
Ander,LuAnne (US012753075)	Manager-Grade 2	11,728.64
Anderson,Brent R (US011374076)	Partner/Principal-Grade 1	616.00
Anderson,Christina Risetto (US012468305)	Staff/Assistant-Grade 3	122.50
Angelbeck,Mary H. (US011364740)	Senior Manager-Grade 4 (214	688.80
Arcidiacono,Anthony G (US012712241)	Senior Manager-Grade 4	344.40
Batista,Coral (US012365517)	Staff/Assistant-Grade 4	1,149.05
Behrens,William (US012435310)	Senior-Grade 3	167,656.65
Berard,Peter (US011809247)	Manager-Grade 4 (324)	2,219.28
Bernard,Thomas J. (US012650037)	Senior Manager-Grade 1	560.00
Bing,Stephanie Regina (US012679045)	Senior-Grade 3	16,710.99
Bishop,Jodi B (US011561908)	Manager-Grade 4	1,594.60
Blank,Jacob M (US010964969)	Partner/Principal-Grade 1	43,015.98
Blatzer,Julia Gibbs US012365034	Manager	39,044.25
Bottieri,Crystal M. (US012657235)	Senior	13,167.00
Botts,Guy S. (US011265920)	Senior Manager-Grade 4	169,215.20
Bowes,Clinton M. (US011103649)	Partner	1,372.00
Burgos,Erik John (US011660162)	Senior Manager	47,652.50
Caicedo,Claudia (US012326008)	Senior-Grade 1	287.00
Carrington,Glenn (US012244587)	Partner/Principal-Grade 1	909.37
Cassier,Michel Pierre (US012637251)	Senior Manager	4,252.50
Chestnut,Douglas E (US011181934)	Partner/Principal-Grade 1	1,328.25
Cody,Melissa Suzanne (US012442777)	Senior Manager-Grade 3	8,307.60
Corum,Harold John (US012626359)	Manager-Grade 4	7,734.17
Danowitz,Steven M (US011409138)	Partner	339.50
Daubner III,William Louis (US012750801)	Staff/Assistant-Grade 3	245.00
Davis,Xavier A (US011976448)	Administrative Advanced	21.00
De Jong,Daniel (US012208919)	Manager	1,688.40
DuBois,Brigit (US012590015)	Manager-Grade 4	6,562.58
Eastwood,Deane R (US011090531)	Partner/Principal-Grade 1	1,928.50
Feehan,Joseph R. (US012053237)	Senior Manager-Grade 1	6,431.25
Filippou,Cheryl Alison (US011170632)	Senior Manager-Grade 2	5,618.87
Flagg,Nancy A. (US011940912)	Executive Director-Grade 1	100,481.07
Ford,Narnina (US012440202)	Manager-Grade 4	12,481.28
Fuentes,Teresita (US011432573)	International Director	650.16
Gann,Joy D. (US010930996)	Manager-Grade 4	1,658.58
Garrett,Lawrence M (US012012936)	Partner/Principal-Grade 1	2,836.05
Gilroy,Julie Ann (US011466156)	Senior Manager-Grade 4 (214	2,865.41
Golden,Andrew J. (US011034945)	Manager-Grade 4	1,341.34
Golightly,Kim O US011370353	Partner	358.75
Halvorson,Philip (CA010091655)	Partner/Principal-Grade 1	20,727.07
Hamilton,Mary Catherine (US012544094)	Staff/Assistant-Grade 2	263.14
Hassell,William Poage US012766692	Partner	3,150.00
Hayes,Brandon Lewis (US012390249)	Senior Manager-Grade 2	306.25
Healey,Wendy J (US011526689)	Senior Manager-Grade 3	6,917.40
Hedgpeth,Elvin Thomas (US012762068)	Executive Director-Grade 1	1,946.37
Howe,Christopher Brian US012297251	Senior Manager	3,675.00

Ernst & Young LLP

Exhibit F

11/10/2008 - 11/1/2010

Huck,Martin Todd (US012471611)	Senior Manager	918.75
Iheme,Natasha Mckela Henry Chinaka US011963259	Senior	199.50
Ingles,Beatrice (US011860300)	Senior Associate	1,805.04
Janeway,Cynthia L (US011321580)	Manager-Grade 4	5,065.20
Johnson,Glenn M. (US011498575)	Partner/Principal-Grade 1	1,178.10
Kay,Sharon Absheer US011685502	Partner	392.70
Knightly,James Charles (US012542157)	Senior-Grade 2	135,444.96
Kohl,Robert P (US012039057)	Manager-Grade 1	3,645.81
Kosovich,Kimberly Ann (US012419754)	Senior	378.00
Kovalcik,Christopher J. (US012609799)	Senior Manager-Grade 2	1,548.75
Kumar,Anjali (US011664813)	Manager-Grade 4	16,275.63
Larson,Mitchell T (US012647771)	Senior-Grade 3	252.00
Long,Charles A (US011485081)	Executive Director-Grade 1	174,793.70
Machlan,David H. US011299442	Senior Manager	737.10
Malik,Natasha (US012472859)	Staff/Assistant-Grade 4	165.20
Malman,Jared Lee (US012558754)	Senior-Grade 3	43,743.00
Mazur,Scott G (US012569090)	Staff/Assistant-Grade 4	9,625.00
Messner,Karen S. US011996422	Manager	564.48
Meyerer,Thomas H (US011036165)	Executive Director	1,205.47
Miles,Sonya Stocker (US012465836)	Staff/Assistant-Grade 1	5,418.70
Mirsky,Ira B. (US011039123)	Senior Manager	1,584.24
Mitchell,Traci R. (US011239755)	Senior Manager-Grade 4	336.88
Montgomery,Jessica Lynn (US012859926)	Senior-Grade 1	275.00
More,Vrushali (US012669303)	Staff/Assistant-Grade 4	118,244.07
Morris,Jason (US012478625)	Manager-Grade 3	8,778.00
Mulcahy,Sean D. (US011715258)	Senior-Grade 1	2,407.90
Nugent,Timothy J (US011492371)	Partner/Principal-Grade 1	341.25
O'Connor,Colleen M US012012269	Senior Manager	344.40
O'Connor,Margaret M (US011054402)	Partner/Principal-Grade 1	354.20
Oleszkiewicz,Rebecca E. Kennedy US012272150	Staff	2,753.10
Owen,Karen (US011295818)	Staff/Assistant-Grade 1	3,227.49
Panchapakesan,Jayanthi (US012613071)	Staff	262.50
Park,Dolly J (US012003882)	Partner/Principal-Grade 1	1,449.00
Payne,Meredith Ann US012477609	Senior	2,952.60
Peralta,Sheirmah Sapla (US012817798)	Senior-Grade 2	1,092.00
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1	66,832.50
Prskalo,Igor (US012641638)	Staff/Assistant-Grade 4	1,121.30
Purdy,Bart Steven (US012650009)	Senior	154.00
Randall,Franchon L. (US012058237)	Manager-Grade 4	20,964.30
Rash,Jeffrey B (US011862453)	Senior Manager-Grade 4	22,791.86
Rife,Daniel Mark (US012003959)	Senior Manager-Grade 1	25,965.63
Rodriguez,Nancy Walton (US012464159)	Staff/Assistant-Grade 1	6,194.58
Rodriguez,Silvia R (US012831106)	Staff/Assistant-Grade 3	2,250.85
Rollinson,Marjorie A (US011431468)	Partner/Principal-Grade 1	177.10
Santurri,Laina Maria (US012590421)	Senior-Grade 2	717.50
Sargent,Amy Johannah (US012292473)	Executive Director	1,234.80
Schneider,Kristen (US012757415)	Staff/Assistant-Grade 3	228.90
Scott,Leila N (US012830524)	Staff/Assistant-Grade 3	3,289.13
Shiffrin,Stephen B (US012148808)	Senior Manager	567.00
Singleton,Henry V. (US012608967)	Executive Director-Grade 1	40,320.93
Sparks,Bradley Thomas (US012327357)	Manager-Grade 2	2,684.50
Spyker,Deborah J (US011134503)	Senior Manager-Grade 4	113.40

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Exhibit F

11/10/2008 - 11/1/2010

Stall,Robert J (US011164657)	Partner/Principal-Grade 1	8,778.00
Stanley,Brad W. (US012354198)	Senior-Grade 1	35,508.90
Sturm,Elizabeth Ann (US012469109)	Staff/Assistant-Grade 4	7,892.50
Tarasenko,Aaron Stewart (US012225363)	Senior-Grade 1	567.00
Tegel,Clifford N (US011689431)	Senior Manager-Grade 4	48,901.86
Torres,Lidibeth US011433022	Manager	3,640.00
Vaughn,Scott D. (US012004058)	Partner/Principal-Grade 1	241,053.26
Vescovi,Anthony Adam (US012539774)	Senior-Grade 1	1,890.00
Vitellaro,Matthew M (US011607962)	Partner/Principal-Grade 1	5,852.00
Wells,Karen E (US011916690)	Senior Manager-Grade 1	31,243.24
West JR,Thomas C (US012647137)	Senior Manager-Grade 2	143,631.25
Williamson,Heather Lynne (US011884180)	Staff/Assistant-Grade 1	120.00
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4	242,207.31
Wilson,Stephanie Regina (US012679045)	Senior-Grade 2	6,360.90
Winston,Michael Paul (US012353477)	Senior-Grade 2	96,717.60
Wylie,Christopher P. (US011243665)	Executive Director-Grade 1	1,732.50
Subtotal		<u>2,341,993.08</u>
Plus Estimated Post-Effective Date Fees		4,429.52
Less Audit Adjustments		(16,862.13)
Less Travel Fee Reduction	-	(16,085.81)
Net Fees		<u>2,313,474.67</u>

Exhibit G
Final Summary of Professional Time by Project Category

Ernst & Young LLP
11/10/2008 - 11/1/2010

Exhibit G

Schedule of Fees by Project Category

	Totals
Project Category	
1) Property Tax Project	950,427.72
Affadavit/Engagement Letter/Monthly Fee	
2) Application/Other Administrative Matters	243,944.07
3) State and Local Tax Advice and Consultation	155,642.56
4) InterTan Restructutring	141,943.99
5) Asset Basis Analysis	117,743.50
6) Bankruptcy Process/Status Update	114,042.85
7) Section 382 Analysis	113,168.09
8) Stock Basis Analysis	91,775.60
9) IRS Account Analysis	82,800.06
10) IRS Controversy Assistance	77,067.25
11) Travel	76,389.21
12) International Issues/APB 23 Provision Issues	45,319.03
13) Bankruptcy Model Preparation	41,973.40
14) Tax Return/Loan Staff Assistance	36,940.75
15) Workplan/ Information Requests	28,705.95
16) Puerto Rico Tax Return	6,754.30
17) Transaction Cost Analysis	5,445.72
18) Payroll Tax Assistance	4,646.04
19) Accounting Method Change	3,550.33
20) Intercompany Account Analysis	3,062.50
21) Puerto Rico Audit Assistance	650.16
Total fees	<u>2,341,993.09</u>
Plus Estimated Post-Effective Date Fees	4,429.52
Less Travel Fee Reduction	(16,085.81)
Less Audit Adjustments	(16,862.13)
Grand Totals	<u>2,313,474.67</u>

Exhibit H
Final Summary of Expenses and Disbursements

Ernst & Young LLP
11/10/2008 - 11/1/2010

Exhibit H

Schedule of Expenses

Photocopying	87.50
Telecommunications	551.28
Courier, freight and postage	42.27
Filing Fees	1,050.00
Out of town travel expenses	10,625.11
Local Meals	28.11
Totals	<u>12,384.27</u>

Exhibit I
Estimated Post-Effective Date Fees

Emp/Vendor	Rank	Descr	Hours	Agreed Rate	Fees @ Rate	Project Category
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Finalize October billing	1.6	593.32	949.31	Monthly/Interim Fee Applications
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1 (111)	October billing review	0.5	691.60	345.80	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Preparing data for Final fee application due on 12/15/10	2.6	593.32	1,542.63	Monthly/Interim Fee Applications
Wilson,Jonathan B (US012003115)	Senior Manager-Grade 4 (214)	Final interim fee application edits	2.1	593.32	1,245.97	Monthly/Interim Fee Applications
Phillips,Charles F (US012001428)	Partner/Principal-Grade 1 (111)	Final interim fee application review	0.5	691.60	345.80	Monthly/Interim Fee Applications

4,429.52
